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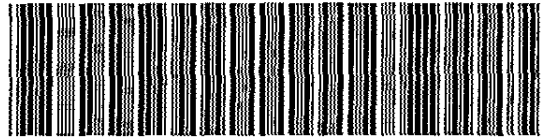
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LAW OFFICES
ALEX HOFRICHTER, P.A.

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9100 SOUTH DADELAND BOULEVARD
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May 30, 2003

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

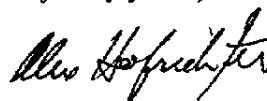
**Re: Articles of Organization of Sleep-Wake Disorders Center of South Florida,
International Division, LLC, a Florida Limited Liability Company
Our File No.:03-1502**

To Whom It May Concern:

Enclosed please find the original and one copy of the Articles of Organization of Sleep-Wake Disorders Center of South Florida, International Division, LLC, a Florida Limited Liability Company. Also, enclosed is a check in the amount of \$125.00 for the filing fee, certified copy, Registered Agent fee, and Certificate Under Seal.

Please file the original of the enclosed Articles of Organization and return the certified copy to the undersigned in the self-addressed, prepaid postage envelope which is enclosed herein for your convenience. Thank you.

Very truly yours,



ALEX HOFRICHTER

AH/bp

Enclosures: as stated

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**ARTICLES OF ORGANIZATION
OF
SLEEP-WAKE DISORDERS CENTER OF SOUTH
FLORIDA, INTERNATIONAL DIVISION, LLC,
A FLORIDA LIMITED LIABILITY COMPANY**

The undersigned, being authorized to execute and file these Articles of Organization, hereby certifies that:

ARTICLE I — Name:

The name of the Limited Liability Company is: **SLEEP-WAKE DISORDERS CENTER OF SOUTH FLORIDA, INTERNATIONAL DIVISION, LLC**

ARTICLE II — Address:

The mailing address and street address of the principal office of the Limited Liability Company is: 12251 Taft Street, Suite 401, Pembroke Pines, FL 33026

ARTICLE III — Management:

The Limited Liability Company is to be managed by the members and the name(s) and address of the Managing Member is:

SLEEP-WAKE DISORDERS CENTER OF SOUTH FLORIDA, INC.
7325 S.W. 63rd Ave.
Suite 203
Miami, FL 33143

ARTICLE IV — Registered Agent:

The name of the initial registered agent of the company is Alex Hofrichter. The street address of the initial registered agent of the company is 9100 South Dadeland Boulevard, Suite 1119, Miami, Florida 33156.

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ARTICLE V — Operating Agreement and Regulations:

Any Operating Agreement and Regulations (as defined in Section § 608.402 of the Act), relating to this Limited Liability Company must be in writing and signed by all of the Members. The Members shall have the power to adopt, alter, amend, or repeal the operating agreement and regulations of the Limited Liability Company containing provisions for the regulation and management of the affairs of the Limited Liability Company.

ARTICLE VI — Limitation on Agency Authority of Members:

Pursuant to section 608.4235 of the Florida Limited Liability Company Act, no member of the Company shall be an agent of the Company solely by virtue of being a member.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 24 day of May, 2003.

SLEEP-WAKE DISORDERS CENTER OF
SOUTH FLORIDA, INC., MANAGING MEMBER


By: Its President, Robert B. Schader, M.D.

(In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

ROBERT B. SCHADER, M.D.
typed or printed name of signee

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STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT

I hereby accept the designation as registered agent to accept service of process for the above stated limited liability company at the place designated in this statement. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent under Chapter 608, Florida Statutes.

In accordance with section 608.408(3), Florida Statutes, the execution of this statement constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Dated: This 30th day of May, 2003.



ALEX HOFRICHTER

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